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MEMORANDUM FOR:

1183-12183

655, 270. - gives sales/for

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MEMORANDUM FOR:

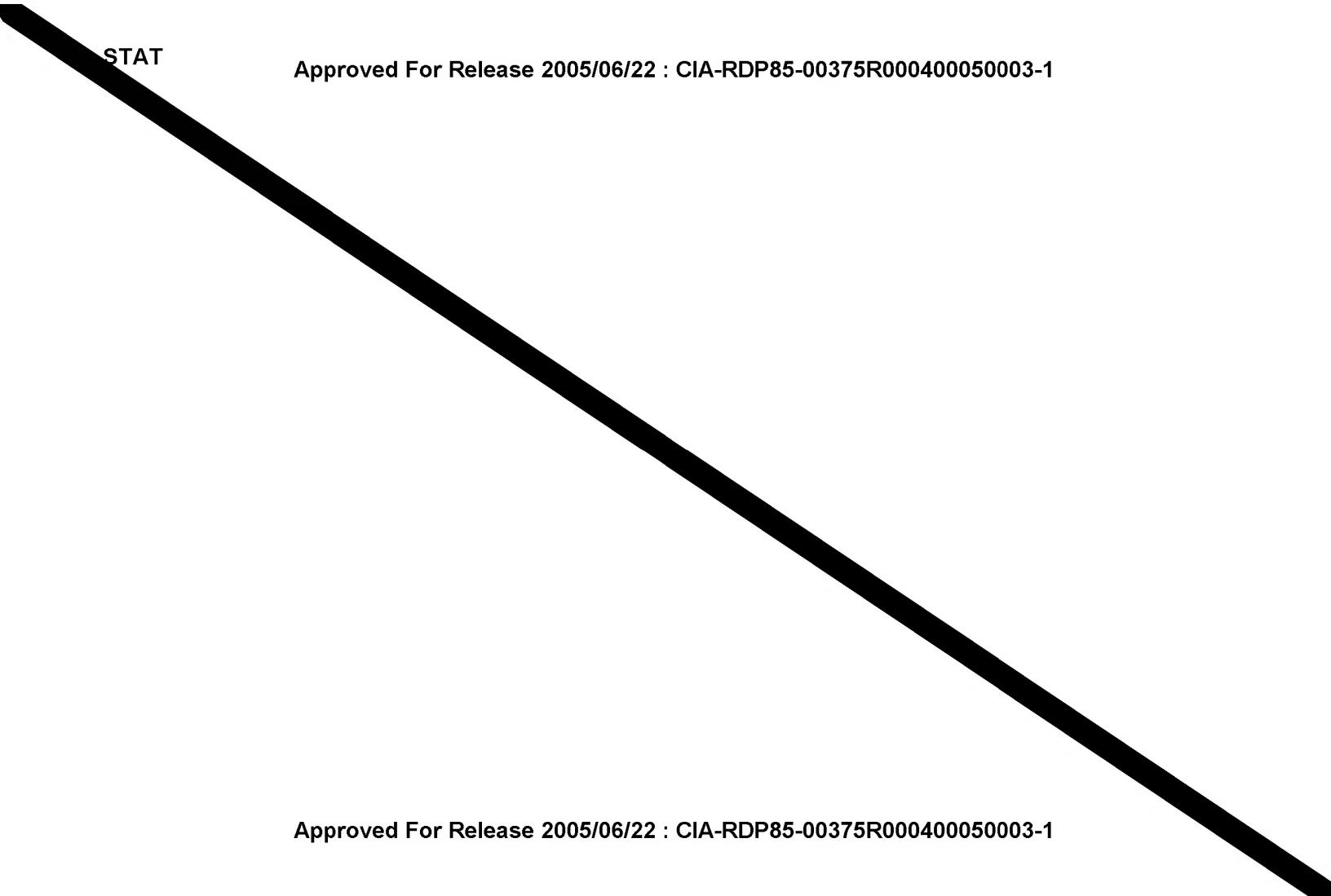
HOLD FOR NANCY

NANCY,  
P.S. DISCUSS  
WITH NCE.

*Carney*

Date

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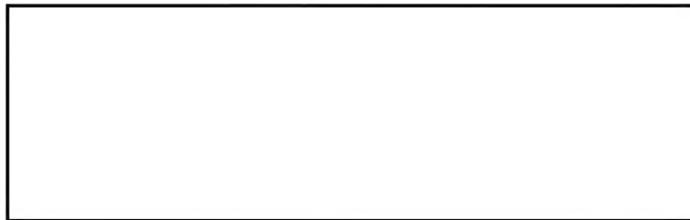
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Allan J. Brecher  
Sam W. Brecher  
Fred C. Butt, Jr.  
John B. Clark, Sr.  
John B. Clark, Jr.  
Thaddeus S. Clark

Victor Galin  
Gordon B. McLellan  
John T. Pappas  
Theodore M. Pappas  
David Rosenberg

June 13, 1984



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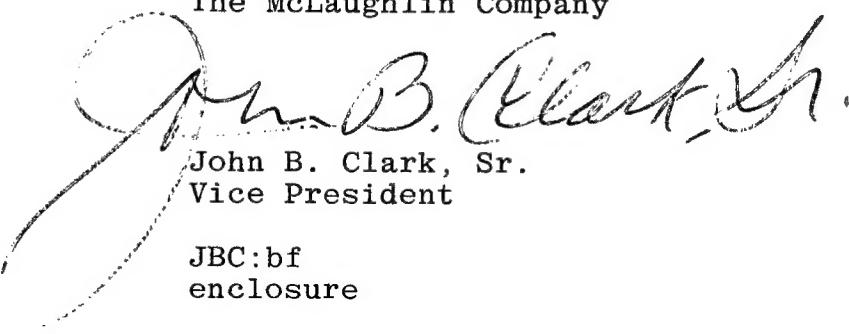
Dear Nancy:

With reference to our telephone conversation, I am enclosing application for Directors/Officers Liability Insurance.

Under D & O Liability, Underwriters also require the latest financial statement of E.A.A. and a copy of your by-laws.

Sincerely,

The McLaughlin Company

  
John B. Clark, Sr.  
Vice President

JBC:bf  
enclosure



CHUBB GROUP of Insurance Companies  
Approved For Release 2005/06/22 : CIA

Approved For Release 2005/06/22 : CIA

51 John F. Kennedy Parkway      3200 Wilshire Boulevard  
Short Hills, NJ 07078      Los Angeles, CA 90010

**APPLICATION  
0375R0040050003-1  
EXECUTIVE LIABILITY AND  
INDEMNIFICATION POLICY**

**FEDERAL INSURANCE COMPANY**

Name of Parent Organization: \_\_\_\_\_

**Principal Address:** \_\_\_\_\_

State in which incorporated: \_\_\_\_\_

2. Deductible Amounts

(A) Each Insured Person	\$ _____
(B) All Insured Persons	\$ _____
(C) Insured Organization	\$ _____

**Policy Period:** From \_\_\_\_\_ To \_\_\_\_\_

#### **Stock Ownership:**

Number of common shares outstanding \_\_\_\_\_

**Number of common stock shareholders** \_\_\_\_\_ (as of March 31, 2001)

Number of common shares owned (directly and beneficially) by directors \_\_\_\_\_

Number of common shares owned (directly and beneficially) by officers who are not directors \_\_\_\_\_

Name and percentage of holdings of any shareholder owning 10% or more of the common shares directly or beneficially \_\_\_\_\_

Describe fully any other securities that are convertible to common stock \_\_\_\_\_

### **Subsidiary Organizations:**

Name of Subsidiary	Type of Operation	% Owned	Date Acquired/Created
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(attach additional sheets if necessary)

Is coverage requested to include all subsidiary organizations?  Yes  No

#### **Announced Changes:**

Has the organization publicly revealed that it has under consideration at the present time any acquisitions, tender offers or mergers?  Yes  No. If yes, attach full details.

Has the organization publicly announced any new public offering of securities either pursuant to the Securities Act of 1933 or exempt from registration under Regulation A within the next year?  Yes  No. If yes, attach a statement of full details including the prospectus.

### **Outside Directorships:**

Is coverage requested for outside positions (directorships, trusteeships etc. in other organizations) held by executives of the Insured organization at its request?  Yes  No. If yes, list such executives and their outside position:

Name of Executive	Name of Outside Organization	Position with Outside Organization	Serving with Outside Organization Since (Year)
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**Serving with  
Outside Organization  
Since (Year)**



Has the organization, its directors, officers and/or other Insured Persons been involved in any of the following:

Any anti-trust, copyright or patent litigation?  Yes  No.

Any civil or criminal action or administrative proceeding charging a violation of any federal or state security law or regulation?  Yes  No.

Any representative actions, class actions or derivative suits?  Yes  No.

If yes, attach a statement of full details.

**Prior Insurance:**

Have any loss payments been made under any prior or current directors and officers liability policy or similar insurance?  Yes  No. If yes, attach full details.

Has any Insurer declined, cancelled or non-renewed any prior policy or application for directors and officers liability or similar insurance?  Yes  No. If yes, attach full details.

Has the organization or any Insured Person(s) given written notice under the provisions of any prior or current directors and officers liability insurance, of specific facts or circumstances which might subsequently give rise to a claim being made against any Insured Person(s)?  Yes  No. If yes attach full details.

**Continuity With Prior Coverage:**

Please complete only one of the following two sections (check one box).

**Section A -- Continuity**

This section applies if Continuity of Coverage is requested.

The proposed policy is to replace existing insurance and Continuity of Coverage is requested. It is understood that if such Continuity of Coverage is not granted, the Company may require the completion of Section B, prior to binding coverage. Before granting Continuity of Coverage, the Company will require complete copies of all prior and current policies, with respect to which continuity of coverage is to be maintained, including all applications and proposals submitted to Insurers in conjunction with such prior policies. In granting any Continuity of Coverage the Company will be relying upon the declarations and statements contained in such applications and proposals and such declarations and statements shall be considered as incorporated in and forming a part of the policy of the Company. The following application/proposals are attached to and incorporated herein:

Insurer

Dated

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Section B — Prior Knowledge**

This section applies if Continuity of Coverage is not requested or not granted.

No person proposed for coverage is cognizant of any factors or circumstances (a) which he or she has reason to suppose might afford valid grounds for any future claim(s) such as would fall within the scope of the proposed coverage or (b) which indicate the probability of any such claim(s) except: (if no exceptions so state) \_\_\_\_\_

It is agreed that if such facts or circumstances exist any claim or action arising therefrom is excluded from this proposed coverage.

**Additional Material:**

As part of this application, please attach the following with respect to the Insured Organization (where applicable):

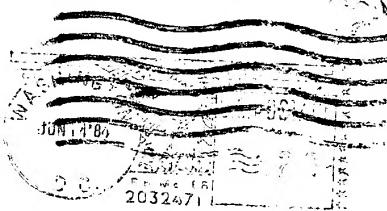
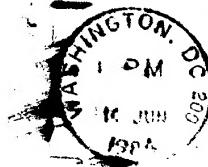
- (A) The latest audited Annual Report (including balance sheet and income statement),
- (B) The latest 10-K and 10-Q reports filed with the S.E.C.,
- (C) The latest interim financial statement,
- (D) A complete list of proposed Insured Persons by name, position and affiliation with other organization, if an outside director.
- (E) A copy of the indemnification provisions of the by-laws, and
- (F) If a not-for-profit organization, the complete by-laws, charter or articles of incorporation and brochures descriptive of operations and purpose.

**Declaration and Signature:**

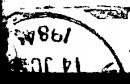
The undersigned declares that to the best of his or her knowledge and belief the statements set forth herein are true. Although the signing of this application does not bind the undersigned on behalf of the Organization or its directors, officers or other Insured Persons to effect insurance, the undersigned agrees that this application and its attachments shall be the basis of the contract should a policy be issued and shall be attached to and form part of the policy. The Company is hereby authorized to make any investigation and inquiry in connection with this application that it deems necessary.

Dated \_\_\_\_\_ Signed \_\_\_\_\_ Title \_\_\_\_\_  
Chairman of the Board  
or President

*The*  
**McNaughlin  
Company**



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 2000 L Street, Northwest / Washington, DC 20036-4973